FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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	OMB Number:.	3235-0076
	Expires:	April 30, 2008
	Estimated aver	age burden
	hours per form	16.00

FORM D

NOTICE OF SALE OF SECURITIES

SEC US	E ONLY
Prefix	Serial
	l
DATE R	ECEIVED
1	

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (check of this is an amendment and name has changed, and indicate change.)	
Sala of Saries A and Series A-1/Preferred Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	JLOE
The of Filing New Filing Amendment	
A BASIC IDENTIFICATION DATA	
1. Factor the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	07072416
ConteXtream, Inc.	Number (including Area Code)
94 Em Hamoshavot Rd. Kiryat Arie, Petach Tikva, 49527 972-3-92	14033
Israel	V. J. (Leafurding Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone	Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Provider of scalable Grid edge routing, using clustered, "off-the-shelf" computing	hardware
Type of Business Organization	please special POCESSED_
☐ limited partnership, already formed ☐ other (""" NUCESSED
business trust I minicul partiters may to do not make	111 00
Actual Detection of Incorporation of Organization:	Estimated 2 2007
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Sevice abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	E FINANCIAL

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the notice will not result in a loss of an available state exemption unless such a	CVCIIIbrioi	1 10 P. O B. O B. O B.				ppropriate federal
AT BASIC IDENTIFIE	ICATION	DATA		Aprile sales	:a.:	
2. Enter the information requested for the following:						
• Each promoter of the issuer, if the issuer has been organized within the	past five	years;				in a sumition of the
 Each beneficial owner having the power to vote or dispose, or direct the issuer. 	e vote or o	lisposition of, 10%				
Each executive officer and director of corporate issuers and of corporate	te general	and managing part	ners of	partnership	issue	rs; and
Each general and managing partner of partnership issuers.						
Check Box(es) that Apply: Promoter Beneficial Owner	⊠ Exe	cutive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)						
Barkai, Sharon						
Business or Residence Address 94 Em Hamoshavot Rd. Kiryat Arie, Petach Tikva, 495	527 Isr	ael				
Check Box(es) that Apply: Promoter \ \ \ Beneficial Owner	Exi	cutive Officer	⊠ I	Director		General and/or Managing Partner
Full Name (Last name first, if individual)						并非国际
Shelef, Nachman Business or Residence Address (Number and Street, City State, Zip	o Code)			70.00 10.00	71.0 /6 4.3- *	
94 Em Hamoshavot Rd. Kiryat Arie, Petach Tikva, 495 Check Box(es) that Apply: Promoter Beneficial Owner	Exc	ecutive Officer	⊠ I	Director		General and/or Managing Partner
Full Name (Last name first, if individual)						
Noy, Ariel Business or Residence Address (Number and Street, City, State, Zip Cod	de)					
94 Em Hamoshavot Rd. Kiryat Arie, Petach Tikva, 495	527 Isr	ael			(77)	2 0 400 FEE
Check Box(es) that Apply: Promoter Beneficial Owner.	☐ Ex	ecutive Officer		Director		General and/or Managing Partne
Full Name (Last name first, if individual)						
Gibor, David Business or Residence Address. (Number and Street, City, State, Zip C	Code)	No. 20 To A Margan		733-933	, i	4. 为证据整理
Business of Residence Address	527 To	المو				
94 Em Hamoshavot Rd.: Kiryat Arie; Petach Tikva, 495 Check Box(es) that Apply: Promoter Beneficial Owner	Ex	ecutive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, if individual)						
Howard, Matthew Business or Residence Address (Number and Street, City, State, Zip Coo	de)					
94 Em Hamoshavot Rd. Kiryat Arie, Petach Tikva, 49	527 Isi	rael				
Check Box(es) that Apply: Promoter Beneficial Owner.	L) E	cecutive Officer		Director	シロ 関する	General and/or Managing Partne
Full Name (Last name first; if individual)						
Hasson, Avi Business or Residence Address (Number, and Street, City, State, Zip	Code)					
94 Em Hamoshavot Rd.: Kiryat Arie, Petach Tikva, 49 Check Box(es) that Apply: Promoter Beneficial Owner)527g1s □ E	rael (Accountive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)			<u> </u>		_	
Norwest Venture Partners X, LP						
Business or Residence Address (Number and Street, City, State, Zip Co 525 University Ave., Suite 800 Palo Alto, CA 94301-	ode) 1922					
(Use blank sheet, or copy and use addition		s of this sheet, a	s neces	sary)		SEC 1072 (6/02)

						- , , , ,			
Enter the information request									
 Each promoter of the issu 									
 Each beneficial owner ha issuer; 	ving the power	to vote o	or dispose, or direct	the vot	e or disposition of, 10	% or m	ore of a clas	ss of eq	uity securities of the
 Each executive officer an 	d director of co	rporate i	ssuers and of corpor	rate gei	neral and managing pa	rtners	of partnershi	ip issue	ers; and
 Each general and managi 	ng partner of pa	artnership	issuers.						
Check Box(es) that Apply:	Promoter	⊠ E	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc	dividual)		··············						
Gemini Isreal IV L.P.	011	d C4	City, State, Zip Co	oda)					
Business or Residence Address 9 Hamenofim St.	Herzliya	a 4672	5, Israel						
Check Box(es) that Apply:	Promòter	⊠:I	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if i Benhamou Global Vent								191 <u>0</u>	
Business or Residence Address	(Numbe	r and St	reet, City, State, Z	ip Cod	(e)				
540 Cowper St., Suite 2	00 Palo	Álto, C	A 94301	13.45.24 1.45.44.42		3,11,2			1 a
Check Box(es) that Apply:			Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc	dividual)			·					
Bar Zion, Zamir									
Business or Residence Address	(Number a	nd Street	, City, State, Zip Co	ode)					
94 Em Hamoshavot Rd	. Kiryat A	rie, Pe	tach Tikva, 49	9527	Israel				
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	- ☐ -	General and/or Managing Partner
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Full Name (Last name first, if i	ndividual)	7. 法检查							
Full Name (Last name first, if i Business or Residence Address		and Stre	et, City, State, Zip	Code)					
		and Stre	et; City, State, Zip	Code)					
	(Number a		et: City, State, Zip Beneficial Owner	Code)	Executive Officer		Director		General and/or Managing Partner
Business or Residence Address	(Number a			Code)			Director		
Business or Residence Address Check Box(es) that Apply:	(Number a						Director		
Business or Residence Address Check Box(es) that Apply:	Promoter dividual) (Number as	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer				Managing Partner
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if incommendation of the second of the se	Promoter dividual) (Number as	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer				Managing Partner
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if incommendation of the second of the se	Promoter dividual) (Number as	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer				Managing Partner
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if incommendation of the commendation o	Promoter dividual) (Number as	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer				Managing Partner
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if inc Business or Residence Address Check Box(es) that Apply: Full Name (Last name first; if incentions)	Promoter dividual) (Number as	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer				Managing Partner
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if incomparison of Residence Address Check Box(es) that Apply: Full Name (Last name first, if incomparison of Residence Address)	Promoter dividual) (Number and Promoter dividual) (Number and Promoter dividual)	nd Street	Beneficial Owner City, State, Zip Co	ode)	Executive Officer		Director		Managing Partner General and/or Managing Partner General and/or
Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if incomparison of Residence Address Check Box(es) that Apply: Full Name (Last name first; if incomparison of Residence Address Check Box(es) that Apply:	Promoter and ividual) (Number and ividual) (Number, and ividual) Promoter and ividual)	nd Street	Beneficial Owner City, State, Zip Co	Gode)	Executive Officer		Director		Managing Partner General and/or Managing Partner General and/or

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l. Has	the is	suer sold	or does th	e issuer inte	nd to sell, t	to non-accre	edited inve	stors in this	offering?			***************************************		
				Ancwer	also in An	nendix. Col	umn 2. if f	iling under	ULUE.					
2 Wha	at is ti	ne minim	um investn	nent that wil	l be accepte	ed from any	individual	!?					\$ 1.00	
													Yes ⊠	No
3. Doe	s the	offering p	ermit join	ownership	of a single	unit?			a disastly	or indirectl	v any comi	mission or	الح	_
				ed for each citation of p										
brok	er or	dealer. I	f more that	n five (5) pe	rsons to be	listed are a	ssociated p	ersons of si	ich a broke	r or dealer,	you may se	et forth the		
info	rmati	on for the	it broker oi	dealer only										
Full Name	(Las	t Name fi	rst. if indiv	/idual)										
N/A														
	or Re	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)							
Dusiness	J. 100	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,												
				 										
Name of A	Assoc	iated Bro	ker or Dea	ler										
States in \	Which	Person l	isted Has	Solicited or	Intends to	Solicit Purc	hasers						Π Δ1'	States
(Chec	k "Al	1 States"	or check in	dividual Sta	tes)							[HI]		
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Full Name	e (La	st Name i	irst, if indi	vidual)										
Rucineco	or Re	sidence /	Address (N	umber and S	treet, City,	State, Zip	Code)				·			
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			<u> </u>					<u>. </u>						
Name of	Asso	ciated Bro	oker or Dea	iler										
									<u></u>					
States in	Whic	h Person	Listed Has	Solicited or	Intends to	Solicit Pure	chasers						Π Α ¹	ll States
(Chec	k "A	ll States"	or check in	ndividual Sta	ates)			r DE 1		[FL]	[GA]	[HI]	. [ID	
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[IL		[IN·]	[IA]	[KS]	[KY]	[LA]	[ME] [NY]	[MD] [NC }	[ND]	[OH]	[OK]	[OR]	[PA	
[MT		[NE]	[NV]	[NH]	[NJ] [TX]	{ NM } [UT]	[VT]	[VA]	[WA]	[WV]	[wi]	[WY]	[PR]
[RI	_	[SC]	[SD]	[TN]	[17,]	[0,]								
Full Nam	ne (La	ıst Name	first, if ind	ividuali										•
Business	or R	esidence .	Address (N	lumber and	Street, City	, State, Zip	Code)							
Name of	A 00-	ninted D	oker or De	aler										
name of	MSS(cialcu Bi	ONG OF DE	w.1 W.1										
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States in	Whi	ch Person	Listed Ha	s Solicited o	r Intends to	Solicit Pur	rchasers						🗆 A	II States
				ndividual St				[DE]	[DC]	[FL]	[GA]	[HI]	[ID	
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[M]	1)	[NE]	[NV]	[NH]	_		[TV]	[VA]	[WA]	(WV)	[WI]	[WY]	[PR]

١.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and				
	Type of Security		Aggregate Offering Price	A	Amount Already Sold
	··	\$	0.00	\$	0.00
		ς_	7,750,000	-	7,750,000
	Equity (Series A and Series A-1 Preferred Stock) Common Preferred	• -	7,770,000		
	Convertible Securities (including warrants)	\$	0.00	\$	0.00
	Partnership Interests		0.00	\$	0.00
	Other (Membership Interests)	\$	0.00	\$	0.00
	Total	\$	7,750,000	\$	
	Answer also in Appendix, Column 3, if filing under ULOE.	`-		_	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors	_	7	\$_	7,750,000
	Non-accredited Investors	_	0	\$	0
	Total (for filings under Rule 504 only)	_	<u> </u>	\$_	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Type of		Dollar Amount
	Type of offering		Security		Sold
	Rule 505	_		\$_	
	Regulation A	_		\$_	
	Rule 504	_		\$_	
	Total			\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	<u> </u>
	Printing and Engraving Costs			\$_	
	Legal Fees		🖾	\$_	45,000.00
	Accounting Fees			\$_	
	Engineering Fees			\$_	
	Sales Commissions (specify finders' fees separately)			\$_	
	Other Expenses (consulting fees)		_	\$_	
	Total		K-21	\$_	45,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	C. OFFERING PF	rice, number of investors, expensi	ES AND US	E OF PROCEEDS	
for each of the purposes shown If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above Payments to Officers, Directors, & Puyments To Officers, Directors, & Puyments To Officers, Directors, & Puyments To Others Salaries and fees.	Ouestion I and total expenses furnished in	n response to Part C - Question 4 a This differ	ence is the		\$ 7,705,000.00
Payments to Officers, Directors, & Payments To Officers, Directors, & Affiliates Payments To Others	for each of the purposes shown. If the am check the box to the left of the estimate.	nount for any purpose is not known, furnish an es The total of the payments listed must equal the	itimate and		
Salaries and fees. Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities Acquisition of other businesses Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Particular Signer (Print or Type) Date Of July 2007 Title of Signer (Print or Type)	gross proceeds to the issuer set to the in re-	Shouled to 1 mil 6 - American 2 6 months.		Officers, Directors, &	
Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or lensing of plant buildings and facilities Acquisition of other businesses Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Date Of July 2007 Title of Signer (Print or Type) ConteXtream, Inc. Date	Calculate and form		Пѕ		
Purchase, rental or leasing and installation of machinery and equipment			_		
Construction or leasing of plant buildings and facilities Acquisition of other businesses S			_		
Acquisition of other businesses S					
Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, of information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502 Issuer (Print or Type) ConteXtream, Inc. Date Of July 2007					
Repayment of indebtedness Working capital Other (specify): Column Totals Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, of information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Contextream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	Acquisition of outer outsinesses.				
Working capital Other (specify): Column Totals Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)			_		•
Other (specify): Column Totals Column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	• -				
Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, (information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	• ,	and the second of the second o			
Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Contextream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	Other (specify):				 -
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Contextream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)			-		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)					
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Date Of Joly 2007 Title of Signer (Print or Type)			_		· · · · · · · · · · · · · · · · · · ·
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Date Of Joly 2007 Title of Signer (Print or Type)			_		· · · · · · · · · · · · · · · · · · ·
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) ConteXtream, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals	s added)	···	⊠ S <u>7</u> ,	705,000.00
ConteXtream, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals	ndded) D. FEDERAUSIGNATURE		⊠ S <u>7</u> ,	, 705,000.00
Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals The issuer has duly caused this notice to be signature constitutes an undertaking by the	D. FEDERAL SIGNATURE e signed by the undersigned duly authorized per issuer to furnish to the U.S. Securities and Exc	rson. If this	S 7,	,705,000.00 ler Rule 505, the following
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Sharon Barkai Chief Executive Officer	Total Payments Listed (column totals The issuer has duly caused this notice to be signature constitutes an undertaking by the information furnished by the issuer to any not Issuer (Print or Type)	D. FEDERAL SIGNATURE e signed by the undersigned duly authorized per issuer to furnish to the U.S. Securities and Excornaccredited investor pursuant to paragraph (b)(2)	rson. If this	notice is filed und mission, upon write Date	er Rule 505, the following ten request of its staff, the
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	Total Payments Listed (column totals The issuer has duly caused this notice to be signature constitutes an undertaking by the information furnished by the issuer to any not lssuer (Print or Type) ConteXtream, Inc. Name of Signer (Print or Type)	D. FEDERAL SIGNATURE e signed by the undersigned duly authorized per issuer to furnish to the U.S. Securities and Ex- son-accredited investor pursuant to paragraph (b)(2) Signature Title of Signer (Print or Type)	rson. If this change Comi 2) of Rule 502	notice is filed und mission, upon write Date	er Rule 505, the following ten request of its staff, the
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17748	Is any party described in 17 CFR 230 262 presently subject to any of the disquarmenton provisions of some seasons. See Appendix, Column 5, for state response The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form		國際
1		Ĭ,	X
	See Appendix, Column 5, for state response		
2	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a noti (17 CFR 239 500) at such times as required by law	ce on F	orm D
3	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by offerees		
4	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the United to the United States of the issuer experience that the issuer is familiar with the conditions that must be satisfied to be entitled to the United States of the issuer experience that the issuer is familiar with the conditions that must be satisfied to be entitled to the United States of the issuer is familiar with the conditions that must be satisfied to be entitled to the United States of the issuer is familiar with the conditions that must be satisfied to be entitled to the United States of the issuer is familiar with the conditions that must be satisfied to be entitled to the United States of the Uni	niform I this exer	imited motion

Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned

duty authorized person.		
Issuer (Print or Type)	Signature	Date
ConteXtream, Inc.		08 July 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Sharon Barkai	Chief Executive Officer	

Print the name and title of the signing representative under his signature for the state portion of this form One copy of every notice on Form D must be manually signed Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

APPENDIX

1	-	2	3		· · · · · · · · · · · · · · · · · · ·	4			5		
	Intend to non-ac investors	i to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL	1 68	140	<u></u>	THY CSTOTS	Amount	Investors	Amount	163	110		
AK											
AZ								<u></u>			
AR								ļ			
CA		Х	Series A and A-1 Preferred Stock - \$4,050,000	2	\$4,050,000				Х		
СО											
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	to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes explan waiver	ification ate ULOE , attach ation of granted) -Item 1)
		.,		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
State MT	Yes	No		Investors	Amount	111.00.012	71 Mount	100	
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NV				i					
NH									
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